

**ATTACHMENT 2**

**QUESTION 7:**      **Articles of Incorporation and Certificate of Authority to Transact  
Business In Illinois.**

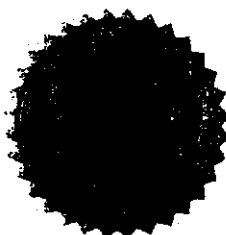
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "BUYERS UNITED, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "UCN, INC.", THE THIRTIETH DAY OF JUNE, A.D. 2004, AT 4:25 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIFTEENTH DAY OF JULY, A.D. 2004, AT 12:01 O'CLOCK A.M.



3016691 8320

040546383

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3255970

DATE: 07-26-04

# Delaware

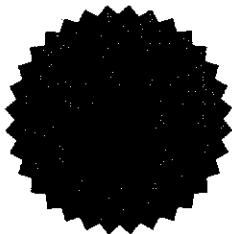
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE SAID "BUI, INC." FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "BUYERSONLINE.COM, INC.", ON THE NINETEENTH DAY OF APRIL, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THE SAID "BUYERSONLINE.COM, INC." FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "BUYERS UNITED, INC.", ON THE FIRST DAY OF NOVEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BUYERS UNITED, INC.", IS THE LAST KNOWN TITLE OF RECORD OF THE AFORESAID CORPORATION.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3016691 8321

AUTHENTICATION: 2345523

030094966

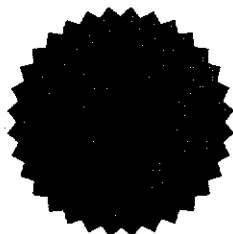
DATE: 04-02-03

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BUI, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MARCH, A.D. 1999, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3016691 8100

AUTHENTICATION: 2292129

030100183

DATE: 03-06-03

**CERTIFICATE OF INCORPORATION  
OF  
BUL, INC.**

**ARTICLE I  
NAME**

The name of the Corporation is BUL, Inc.

**ARTICLE II  
REGISTERED OFFICE AND AGENT FOR SERVICE**

The address of the Corporation's registered office in the State of Delaware is in the county of New Castle, at 1013 Centre Road, Wilmington, Delaware 10805. The name of its registered agent at such address is Corporation Service Company.

**ARTICLE III  
CORPORATE PURPOSES**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE IV  
CAPITAL STOCK**

**1. Shares, Classes and Series Authorized.**

The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 25,000,000 shares. Stockholders shall not have any preemptive rights, nor shall stockholders have the right to cumulative voting in the election of directors or for any other purpose. The classes and the aggregate number of shares of stock of each class that the Corporation shall have authority to issue are as follows:

- (a) 20,000,000 shares of Common Stock, \$0.0001 par value ("Common Stock").
- (b) 5,000,000 shares of Preferred Stock, \$0.0001 par value ("Preferred Stock").

**2. Powers and Rights of the Preferred Stock.**

The Preferred Stock may be issued from time to time in one or more series, with such distinctive serial designations as may be stated or expressed in the resolution or resolutions providing for the issue of such stock adopted from time to time by the Board of Directors; and in such resolution or resolutions providing for the issuance of shares of each particular series, the Board of Directors is also expressly authorized to fix: the right to vote, if any; the consideration

for which the shares of such series are to be issued; the number of shares constituting such series, which number may be increased (except as otherwise fixed by the Board of Directors) or decreased (but not below the number of shares thereof then outstanding) from time to time by action of the Board of Directors; the rate of dividends upon which and the times at which dividends on shares of such series shall be payable and the preference, if any, which such dividends shall have relative to dividends on shares of any other class or classes or any other series of stock of the Corporation; whether such dividends shall be cumulative or noncumulative, and if cumulative, the date or dates from which dividends on shares of such series shall be cumulative; the rights, if any, which the holders of shares of such series shall have in the event of any voluntary or involuntary liquidation, merger, consolidation, distribution or sale of assets, dissolution or winding up of the affairs of the Corporation; the rights, if any, which the holders of shares of such series shall have to convert such shares into or exchange such shares for shares of any other class or classes or any other series of stock of the Corporation or for any debt securities of the Corporation and the terms and conditions, including price and rate of exchange, of such conversion or exchange; whether shares of such series shall be subject to redemption, and the redemption price or prices and other terms of redemption, if any, for shares of such series including, without limitation, a redemption price or prices payable in shares of Common Stock; the terms and amounts of any sinking fund for the purchase or redemption of shares of such series; and any and all other designations, preferences, and relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof pertaining to shares of such series' permitted by law.

3. Issuance of the Common Stock and the Preferred Stock.

The Board of Directors of the Corporation may from time to time authorize by resolution the issuance of any or all shares of the Common Stock and the Preferred Stock herein authorized in accordance with the terms and conditions set forth in this Certificate of Incorporation for such purposes, in such amounts, to such persons, corporations or entities, for such consideration, and in the case of the Preferred Stock, in one or more series, all as the Board of Directors in its discretion may determine and without any vote or other action by the stockholders, except as otherwise required by law. The capital stock, after the amount of the subscription price, or par value, has been paid in shall not be subject to assessment to pay the debts of the Corporation.

ARTICLE V  
BOARD OF DIRECTORS

The governing board of the Corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the Bylaws of the Corporation, provided that the number of directors may not be less than one nor more than fifteen. Effective upon filing of this Certificate, the members of the board of directors, consisting of three persons, shall be as follows:

Rod Smith

66 E. Wadsworth Park Dr., Suite 101  
Draper, Utah 84020

C. Douglas Smith

66 E. Wadsworth Park Dr., Suite 101  
Draper, Utah 84020

Daniel R. Ainge

66 E. Wadsworth Park Dr., Suite 101  
Draper, Utah 84020

#### **ARTICLE VI POWERS OF BOARD OF DIRECTORS**

The property and business of the Corporation shall be controlled and managed by or under the direction of its Board of Directors. In furtherance, and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized:

1. To make, alter, amend or repeal the Bylaws of the Corporation; provided, that no adoption, amendment, or repeal of the Bylaws shall invalidate any act of the board of directors that would have been valid prior to such adoption, amendment, or repeal;
2. To determine the rights, powers, duties, rules and procedures that affect the power of the board of directors to manage and direct the property, business, and affairs of the Corporation, including the power to designate and empower committees of the board of directors, to elect, appoint and empower the officers and other agents of the Corporation, and to determine the time and place of, and the notice requirements for board meetings, as well as the manner of taking board action; and
3. To exercise all such powers and do all such acts as may be exercised by the Corporation, subject to the provisions of the laws of the State of Delaware, this Certificate of Incorporation, and the Bylaws of the Corporation.

#### **ARTICLE VII INDEMNIFICATION**

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

#### **ARTICLE VIII LIMITATION ON PERSONAL LIABILITY FOR DIRECTORS**

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of a fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended hereafter to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation

shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**ARTICLE IX  
CERTIFICATE SUBJECT TO AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute or by the Certificate of Incorporation, and except as otherwise provided by this Certificate of Incorporation, all rights conferred upon stockholders herein are granted subject to this reservation.

**ARTICLE X  
INCORPORATOR**

The sole incorporator of the Corporation is:

Rod Smith

66 E. Wadsworth Park Dr., Suite 101  
Draper, Utah 84020

IN WITNESS WHEREOF, the undersigned, acting as the sole incorporator of the Corporation, signs this Certificate of Incorporation as his act and deed this 11th day of March, 1999.

  
\_\_\_\_\_  
Rod Smith





## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

AUGUST 11, 2004

6282-795-5

BUYERS UNITED, INC.  
14870 S PONY EXPRESS RD  
BLUFFDALE, UT 84065

RE UCN, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE AMENDED AUTHORITY FOR THE  
ABOVE CORPORATION.

FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE  
COUNTY IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED.

SINCERELY YOURS,

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD

FORM BCA 13.40 (rev. Dec. 2003)  
APPLICATION FOR AMENDED  
AUTHORITY TO TRANSACT  
BUSINESS IN ILLINOIS  
Business Corporation Act

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961  
http://www.cyberdriveillinois.com

**FILED****AUG 11 2004**JESSE WHITE  
SECRETARY OF STATE

Remit payment in the form of a  
check or money order payable  
to the Secretary of State.

File # \_\_\_\_\_ Filing Fee: \$25.00 Approved:   
Submit in duplicate \_\_\_\_\_ Type or Print clearly in black ink \_\_\_\_\_ Do not write above this line \_\_\_\_\_

1. (a) CORPORATE NAME: Buyers united, Inc.  
(b) If changed, NEW CORPORATE NAME: UCN, Inc.  
(c) (Complete only if the new corporate name is not available in this state.)  
ASSUMED CORPORATE NAME: \_\_\_\_\_  
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: DELAWARE (b) If changed, Period of Duration: \_\_\_\_\_

3. If changed, Purpose or Purposes proposed to be pursued in transacting business in this State:  
(If not sufficient space to cover this point, use reverse side or add one or more sheets of this size.)

4. This application is accompanied by a copy of the articles of Amendment to the Articles of Incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the state or country wherein the corporation is incorporated, which certification is not more than ninety (90) days old. The filing fee for the certified copy of the Articles of Amendment is \$50 unless the amendment acts as a restatement of the Articles of Incorporation, in which case the filing fee is \$150. In the event the statutory change was effected in a merger, a certified copy of the merger is required, plus applicable fee. The fees outlined in this paragraph are in addition to the \$25 filing fee in the upper right hand corner of this form.

5. The undersigned corporation has caused this application to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated July 29, 2004 UCN, Inc.  
(Month/Day) (Year) (Exact Name of Corporation)  
Kimm Partridge  
(Any Authorized Officer's Signature)  
Kimm Partridge, Corporate Secretary  
(Type or Print Name and Title)

# Delaware

The First State

PAGE 1 FILED

BY 11330

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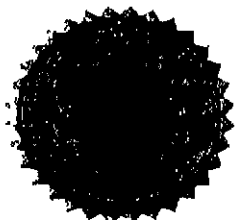
AUG 11 2004

leg

JESSE WHITE  
SECRETARY OF STATE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BUYERS UNITED, INC.", CHANGING ITS NAME FROM "BUYERS UNITED, INC." TO "UCN, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2004, AT 4:25 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIFTEENTH DAY OF JULY, A.D. 2004, AT 12:01 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3255959

DATE: 07-26-04

3016691 8100

040546383

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:35 PM 06/30/2004  
FILED 04:25 PM 06/30/2004  
SRV 040484656 - 3016691 FILE

**CERTIFICATE OF AMENDMENT OF THE  
CERTIFICATE OF INCORPORATION OF  
BUYERS UNITED, INC.**

Buyers United, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted by resolutions approved by the Corporation's board of directors and stockholders in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware. The amendment will be effective as of 12:01 am Eastern Time on July 15, 2004.

\*\*\*\*\*

The Certificate of Incorporation of the corporation is amended by striking Article I in its entirety and replacing there for:

**ARTICLE I  
NAME**

The name of the Corporation is UCN, Inc.

\*\*\*\*\*

IN WITNESS WHEREOF, Buyers United, Inc., has caused this Certificate to be signed by its duly authorized officer this 29th day of June 2004.

BUYERS UNITED, INC.

By: /s/ Paul Jarman  
Paul Jarman, President